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ST PAUL COMPANIES INC /MN/  
Form 8-A12B/A  
August 01, 2002

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 8-A/A  
AMENDMENT NO. 1 TO FORM 8-A FILED ON JULY 29, 2002  
FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES  
PURSUANT TO SECTION 12(b) OR (g) OF THE  
SECURITIES EXCHANGE ACT OF 1934

THE ST. PAUL COMPANIES, INC.  
(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

MINNESOTA  
(STATE OR OTHER JURISDICTION OF  
INCORPORATION OR ORGANIZATION)

COMMISSION FILE NO. 1-10898

41-0518860  
(I.R.S. EMPLOYER  
IDENTIFICATION NO.)

385 WASHINGTON STREET  
ST. PAUL, MINNESOTA 55102  
(651) 310-7911  
(Address of principal executive offices)

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box. [X]

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d) check the following box. [ ]

SECURITIES ACT REGISTRATION STATEMENT FILE NUMBERS TO WHICH THIS FORM RELATES: 333-92466, 333-92466-01, 333-73848, 333-73848-01 AND 333-44122

SECURITIES TO BE REGISTERED PURSUANT TO SECTION 12(b) OF THE ACT:

TITLE OF EACH CLASS  
TO BE SO REGISTERED  
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Name of each exchange on which  
each class is to be registered  
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Corporate Units

New York Stock Exchange, Inc.

Securities to be registered pursuant to Section 12(g) of the Act: NONE

INFORMATION REQUIRED IN REGISTRATION STATEMENT

ITEM 1. DESCRIPTION OF REGISTRANT'S SECURITIES TO BE REGISTERED.

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The class of securities registered hereby is the Corporate Units of The St. Paul Companies, Inc., a Minnesota corporation.

For a description of the Corporate Units, reference is made to the Registration Statement on Form S-3 of The St. Paul Companies, Inc. and St. Paul Capital Trust II (Registration Nos. 333-92466, 333-92466-01, 333-73848, 333-73848-01 and 333-4412), filed with the Securities and Exchange Commission (the "Commission") on July 16, 2002, as amended by Pre-Effective Amendment No. 1, filed on July 24, 2002, and prospectus describing the Corporate Units filed with the Commission on July 29, 2002 pursuant to Rule 424(b) under the Securities Act of 1933, as amended, which description is incorporated herein by reference.

ITEM 2. EXHIBITS.

Exhibit No -----	Description -----
(1)	Indenture between The St. Paul Companies, Inc. and JPMorgan Chase Bank, Trustee, dated as of March 12, 2002 (incorporated herein by reference to Exhibit 4.1 of the Current Report on Form 8-K of The St. Paul Companies, Inc., filed with the Commission on March 13, 2002).
(2)	Form of Note (incorporated herein by reference to Exhibit of the Current Report on Form 8-K of The St. Paul Companies, Inc., filed with the Commission on July 31, 2002).
(3)	Form of Remarketing Agreement.*
(4)	Form of Purchase Contract Agreement (incorporated herein by reference to Exhibit 4.2 of the Current Report on Form 8-K of The St. Paul Companies, Inc., filed with the Commission on July 31, 2002).
(5)	Form of Pledge Agreement (incorporated herein by reference to Exhibit 4.3 of the Current Report on Form 8-K of The St. Paul Companies, Inc., filed with the Commission on July 31, 2002).
(6)	Form of Corporate Unit (included in Exhibit 4).

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\* To be filed by amendment.

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereto duly authorized.

THE ST. PAUL COMPANIES, INC.

By: /s/ Bruce A. Backberg

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Name: Bruce A. Backberg  
Title: Senior Vice President and  
Corporate Secretary

Date: July 31, 2002